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LEOVEGAS AB (PUBL)

Repurchase Information Document in respect of a repurchase offer for LeoVegas AB (publ) outstanding senior unsecured floating rate bonds 2020/2023 with ISIN SE0015242854

On 23 September 2022, LeoVegas AB (publ), reg. no. 502017-7753 (“**LeoVegas**” or the “**Issuer**”) made an announcement (see press release at <https://leovegasgroup.com/en/investor-relations/press-releases/>), inviting the holders (including any beneficial owners who hold their Bonds via nominees or custodians) (the “**Bondholders**”) of its outstanding Bonds (as defined below) to have their Bonds repurchased by the Issuer for cash (the “**Repurchase Offer**”). The Issuer has appointed Swedbank AB (publ) (“**Swedbank**”) to act as paying agent (the “**Paying Agent**”) in connection with the Repurchase Offer.

Reference is made to the maximum SEK 800,000,000 senior unsecured floating rate bonds 2020/2023 with ISIN SE0015242854 (with an aggregate amount outstanding of SEK 700,000,000) issued by the Issuer (the “**Bonds**”) and the terms and conditions for the Bonds (together the “**Terms and Conditions**”). Any capitalised term in this document not otherwise defined herein shall have the same meaning ascribed to it in the Terms and Conditions.

In accordance with the press release published by the Issuer on 8 September 2022, the shares of the Issuer ceased to be listed on Nasdaq Stockholm on 22 September 2022. Since the shares of the Issuer are not listed on Nasdaq Stockholm or any Regulated Market replacing Nasdaq Stockholm, a Change of Control Event has occurred.

In accordance with paragraph (b) of Clause 10.1 of the Terms and Conditions, the Issuer has notified the Agent and the Holders of the Change of Control Event.

As a result of the Change of Control Event, each Holder has the right (but not an obligation), in accordance with paragraph (a) of Clause 9.4 of the Terms and Conditions, to request that all, or some only, of its Bonds are repurchased at a price per Bond equal to 101.00 per cent. of the Nominal Amount together with accrued but unpaid interest (the “**Repurchase Amount**”), during a period of sixty (60) calendar days following the notice from the Issuer of the Change of Control Event (the “**Repurchase Offer**”).

Repurchase price

The Issuer offers to repurchase the Bonds at a price equal to the Repurchase Amount.

Deadline

The Repurchase Offer expires at 12:00 CET on 28 November 2022 (the “**Expiration Date**”).

Settlement

Settlement of the Repurchase Offer will occur on 2 December 2022 (the “**Settlement Date**”). Settlement of the transactions pursuant to the Repurchase Offer will occur as a secondary trade via the Paying Agent, with trade date being 30 November 2022 (i.e. two (2) Business Days before the Settlement Date).

Participation

Bondholders can only participate in the Repurchase Offer by submitting a valid repurchase instruction. Only Bondholders who are clients of, and can execute a secondary trade upon settlement with, Swedbank with all required know your customer (KYC) and similar documentation in place to the satisfaction of Swedbank, may participate in this Repurchase Offer and Bondholders who are not clients of the Paying Agent who wishes to participate in the Repurchase Offer must contact their respective bank or another financial institution who is a client of the Paying Agent, to participate in the Repurchase Offer through such bank or financial institution. Bondholders must contact the Paying Agent to receive an application form that includes the details of how to participate in the Repurchase Offer. The instructions given via the application form are irrevocable by the Bondholders, except for in the limited circumstances described in the application form.

Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating in the Repurchase Offer.

Bondholders who do not participate in the Repurchase Offer will continue to hold their Bonds subject to the Terms and Conditions.

To obtain an application form and participate in the Repurchase Offer please contact the Paying Agent at the details below.

CONTACT INFORMATION

Paying Agent

Swedbank AB (publ)

liabilitymanagement@swedbank.se

Issuer

LeoVegas AB (publ)

Philip Doftvik, Director of Investor Relations and Corporate Finance

E-mail: ir@leovegas.com

DISCLAIMER

This document contains important information which should be read carefully before any decision is made with respect to the Repurchase Offer. If any holder is in any doubt as to the action it should take or is unsure of the impact of the Repurchase Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any holder whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to accept that such Bonds are repurchased pursuant to the Repurchase Offer. Neither the Issuer nor the Paying Agent nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Bonds should accept that the Bonds will be repurchased pursuant to the Repurchase Offer.

Offer and Distribution Restrictions

This document does not constitute an invitation to participate in the Repurchase Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Paying Agent to inform themselves about and to observe any such restrictions.

United States

The Repurchase Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the Securities Act (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this document and any other documents or materials relating to the Repurchase Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Bonds cannot be repurchased in the Repurchase Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported repurchase of Bonds in the Repurchase Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported repurchase of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Bonds participating in the Repurchase Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in the Repurchase Offer from the United States, or it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in the Repurchase Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

This document and any other documents or materials relating to the Repurchase Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

General

Neither this document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and Bonds for repurchase pursuant to the Repurchase Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Repurchase Offer to be made by a licensed broker or dealer and the Paying Agent or any of their affiliates are such a licensed broker or dealer in any such jurisdiction, the Repurchase Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Repurchase Offer does not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public and admitted to trading on a regulated market, and repealing Directive 2003/71/EC, nor (ii) an offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act (*Sw. lag om handel med finansiella instrument 1991:980*) (as amended). Each holder participating in the Repurchase Offer will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the application form for participating in the Repurchase Offer available from the Paying Agent. Any Bonds for repurchase pursuant to the Repurchase Offer from a holder that is unable to make these representations will not be accepted.

The Issuer reserves the right, in its sole and absolute discretion, to investigate, in relation to any Bonds for repurchase pursuant to the Repurchase Offer, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such acceptance of repurchase or submission may be rejected.